

EXHIBIT L

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BOURNE CO.,

Plaintiff, No. 07 Civ 8580 (DAB)

-vs-

TWENTIETH CENTURY FOX FILM
CORPORATION, FOX BROADCASTING
COMPANY, TWENTIETH CENTURY FOX
TELEVISION, INC., TWENTIETH
CENTURY FOX HOME ENTERTAINMENT,
INC., FUZZY DOOR PRODUCTIONS, INC.
THE CARTOON NETWORK, SETH
MACFARLANE, WALTER MURPHY,
Defendants.

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VIDEOTAPED DEPOSITION OF SANDRA WILBUR

New York, New York

March 19, 2008

Reported by:

Bonnie Pruszynski, RMR

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1 S. Wilbur
 2 what I did, in terms of trying to determine what
 3 the chords were, I transcribed out what the piano
 4 what actually playing.
 5 Q I'm sorry.
 6 A I transcribed out what the piano was
 7 playing in the A section, that first part, so I
 8 could be sure that I was hearing correctly what
 9 the notes were.
 10 Q And in the first three bars, there
 11 are notes; correct?
 12 A Right.
 13 Q On the piano section?
 14 A Right.
 15 Q And is that the melody?
 16 A That is an introduction.
 17 Q Okay. And then moving on to bars
 18 four, five, through nine, 10 through 14, for
 19 example, what is the notation in the piano section
 20 there?
 21 A Chords.
 22 Q What does --
 23 A Well, what it's doing is that the
 24 notation there is simply indicating that those
 25 chords change on every half note. So, it changes,

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1 S. Wilbur
 2 it, the chord plays in the beginning of the
 3 measure and then in the middle of the measure on
 4 the third beat in the first one.
 5 Let me see if there is any change, in
 6 measures, for instance, seven, that is a whole
 7 note; that means that the chord is held through
 8 the whole bar.
 9 So the harmonic rhythm, if you will,
 10 is stated in that part, so that if you have, for
 11 instance, measure five and six --
 12 Q Yes.
 13 A -- the chord plays on the first beat
 14 and the second chord plays on the third beat and
 15 it is held through for those two beats in both
 16 cases. In measure seven, the chord is held for a
 17 whole note. In measure ten, you have the C over G
 18 is held for two beats, and then it changes, the
 19 chord changes on the third beat, which is the D
 20 minor seventh over G, and on the fourth beat it
 21 changes to a G7 flat, I believe, if I can read
 22 that correctly.
 23 Q In those same bars that you just
 24 referenced is the melody for the piano set forth?
 25 MS. STARK: Objection, form.

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1 S. Wilbur
 2 A The melody for the piano?
 3 Q Is the melody for the piano notated?
 4 A No.
 5 Q Do you know why not?
 6 MS. STARK: Objection. This is not
 7 her document.
 8 A I didn't do this.
 9 Q She is an expert. She can testify.
 10 A Basically, it's very simple.
 11 The chords are here. They are
 12 indicated. How the piano player plays those
 13 chords, whether in chords or broken arpeggios or
 14 in other ways is left open.
 15 Q What is that symbol that is, for
 16 example, in -- there is two of them in bar five,
 17 it appears to me, and correct me if I am wrong,
 18 but it's a diamond shape with a line coming down.
 19 What does that indicate?
 20 A That is just showing harmonic rhythm.
 21 It's just showing the rhythm of the chord. It's
 22 just saying that the chord is held for two beats.
 23 Q Look at page one of your report. In
 24 that first sentence, in summary of findings, which
 25 is seconds two A, it states: "Based on my

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1 S. Wilbur
 2 analysis, as discussed below, I have concluded
 3 that "I Need a Jew" is extremely similar to "When
 4 You Wish Upon a Star," incorporate large amounts
 5 of the creative expression in "When You Wish Upon
 6 a Star," and was obviously derived from "When You
 7 Wish Upon a Star."
 8 Is that your opinion?
 9 A That is.
 10 Q Do you believe that "I Need a Jew"
 11 can serve as a substitute for "When You Wish Upon
 12 a Star"?
 13 MS. STARK: Objection. Outside the
 14 scope of her report. You can answer.
 15 A Can substitute, in terms of you mean
 16 having this song put in the Pinocchio movie, is
 17 that what you mean?
 18 Q That is one example.
 19 A No.
 20 Q Okay. Do you ever consult with
 21 companies regarding music to insert either in a
 22 commercial or in a motion picture?
 23 A Many times. All the time. Every
 24 day.
 25 MS. STARK: Objection. This is

23 (Pages 86 to 89)

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1 S. Wilbur
 2 beyond the scope of Ms. Wilbur's report.
 3 MR. RIMOKH: Really. I would point
 4 you to her qualification section.
 5 MS. STARK: That is fine. You can
 6 ask her about her consulting, but --
 7 BY MR. RIMOKH:
 8 Q Anyway, in your role as the
 9 consultant, if one of your clients wanted to use
 10 "Wish Upon a Star" in a motion picture, would you
 11 accept the song "I Need a Jew" as a substitute for
 12 it?
 13 MS. STARK: Objection. You can
 14 answer.
 15 A It wouldn't happen.
 16 Q Why wouldn't it happen?
 17 MS. STARK: Objection. You can
 18 answer.
 19 A It's not the same.
 20 Q Okay. On page five of your report,
 21 item number ten, you state, "the basic chord that
 22 begins and ends each four-measure section is the
 23 same."
 24 What did you mean by that?
 25 A If you look at -- okay. What I said

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1 S. Wilbur
 2 is that you have four measures -- on the first
 3 line?
 4 Q Yes. I'm sorry. We are looking at
 5 Exhibit I again?
 6 A Correct.
 7 Q One second, let me get there.
 8 Okay. Go ahead.
 9 A And the first chord is C in both?
 10 Q Okay.
 11 A The last chord of the four measures
 12 is C in the top and C over E, which simply means
 13 it's a C chord with an E in the base in the first
 14 version.
 15 Q Pardon me. What word is that listed
 16 or linked up to, so I can find my place?
 17 A It's on R, C in the --
 18 Q Is that the beginning or the end?
 19 A I'm sorry. Let me start again.
 20 Q Sure.
 21 A When and no-, no- as in nothing,
 22 there is a C chord in both.
 23 Q Got it.
 24 A If you look at the end of the line,
 25 who you are, above are is a C chord.

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1 S. Wilbur
 2 Q Are you saying in both it's a C
 3 chord?
 4 A It's a C chord in both. It's a C
 5 over E in the base, which is basically a C chord
 6 with the E in the base, which is simply a C chord
 7 in first inversion. So that is the same basic
 8 chord.
 9 In measure five, between one on the
 10 bottom and N as in anything, there is, again, a C
 11 over E in the top.
 12 Q In "Wish Upon a Star"?
 13 A In "Wish Upon a Star."
 14 And in "I Need a Jew", it's C in the
 15 bottom.
 16 Q And you are saying those are the
 17 same?
 18 A Those are the same.
 19 Q Okay. If you look at measure eight,
 20 where you have the word "you" in "When You Wish
 21 Upon A Star," and "Jew" --
 22 Q Yes.
 23 A -- in "I Need a Jew."
 24 Q Um-hum.
 25 A You have the C chord in the beginning

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1 S. Wilbur
 2 of that measure, and you end with a G7 chord.
 3 In the next measure, nine --
 4 Q Um-hum.
 5 A -- you start with a C chord in
 6 both --
 7 Q Um-hum.
 8 A -- on the first word. And if you go
 9 four measures out, you end in the same way, in
 10 measure 12 as you did in measure four.
 11 Q On C, is that what you are saying?
 12 A C, on the second syllable of extreme,
 13 and again in the -- in the "I Need A Jew", it's a
 14 C over E.
 15 Q Stop for one second. Just as a
 16 matter of notation, you have just referenced that
 17 in bar 12, it ends in a C chord. Is there a
 18 reason that you don't place a C over the "I Need a
 19 Jew" song?
 20 A That -- there is a reason, because
 21 the C over E is held for the whole bar. So that
 22 it starts earlier, but it's playing during that
 23 entire bar.
 24 Q It's still there at that end note?
 25 A Right, same note.

24 (Pages 90 to 93)